**Milton Girls Softball**

**Articles and By-Laws  
*As of January 15, 2013***

ARTICLE 1: NAME AND PURPOSE

Section 1.1 The name of this organization shall be the Milton Girls Softball, hereafter referred to as MGS.

Section 1.2 The headquarters of MGS shall be located in the town of Milton, Massachusetts.

Section 1.3 MGS is established in 2011 for the purpose of providing all girls with an experience that fosters positive self-esteem, team spirit and individual growth through personal achievement and team play.

Section 1.4 MGS is **not** a non-profit organization in accordance with Section 501(c)(3) of the Internal Revenue Code yet. MGS will provide programs to educate and develop players and coaches.

Section 1.5 MGS shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended.

Section 1.6 No Director or Officer of MGS shall receive directly or indirectly any salary or compensation from MGS for services rendered as part of his/her duties as Director or Officer.

Section 1.7 No part of the net earnings of MGS shall inure to the benefit of any member, officer, director, or other private individual except that MGS may pay reasonable compensation for other services actually rendered or for reimbursement of authorized expenditures made on behalf of MGS and to make payments in furtherance of the purposes set forth herein.

Section 1.8 MGS shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of the activities of MGS shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public.

ARTICLE 2: FISCAL YEAR

Section 2.1 The fiscal year of MGS shall run from October 1 through September 30.

ARTICLE 3: MEMBERSHIP

Section 3.1 Membership in MGS shall include the team coaches and the parents or legal guardians of players registered in the Milton girls softball program. (Membership shall also include the coach and assistant coaches of the Milton High School Girls Softball team.)

Section 3.2 The membership of a parent or legal guardian shall commence upon the registration of their daughter and payment in full of the softball registration fee, and it will run through September 30th of that year.

Section 3.3 The membership of a coach shall commence at such time as he/she is designated as a coach or assistant coach by the Board of Directors of and will run through September 30th of that year.

Section 3.4 When choosing Team Coaches and other league positions, the criteria for nomination shall be seasons of service to the league.

Section 3.5 Each member, upon request to the Secretary of MGS, will be provided with a copy of these MGS articles of association and by-laws or directed to them on www.miltonsoftball.com

Section 3.6 The Board of Directors shall have the power to revoke or suspend the membership of any individual; to be effective, two-thirds of all current Board members must vote in favor of such revocation or suspension. Prior to such vote, the individual being voted upon shall have the right to address the Board.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 The governing body of MGS shall be the Board of Directors, hereinafter referred to as the Board.

Section 4.2 The Board will manage all of the property, business, and affairs of MGS in accordance with these by-laws. The Board’s responsibilities and authority shall include, but not be limited to, determining and establish the leagues and programs to be offered by MGS as well as league rules, registration fees, and age requirements.

Section 4.3 The Executive Board (E-Board) of MGS shall consist of a President, and two (2) Vice Presidents. The Treasurer and the Secretary are not part of the Executive Board unless selected for the Executive Board. The Board shall consist of up to 9 At-Large Members.

Section 4.4 The Board of MGS shall be elected by the membership at the Annual General Meeting described in Section 9.2 with voting to be conducted by written secret ballot.

Section 4.5 Board members shall serve in that capacity for a two-year term starting on October 1st and ending September 30th of the second year.

Section 4.6 Board meetings shall be held at least quarterly or may be called by the President upon reasonable notice to all Board members. A majority of Board members shall constitute a quorum for Board meetings.

Section 4.7 Notice of all Board meetings scheduled shall be provided to Board members by the Secretary either by email or any other such means as is deemed appropriate at least five days prior to the meeting.

Section 4.8 Except as may otherwise be provided herein, all votes of the Board shall be decided by a simple majority of those Board members attending a meeting.

Section 4.9 Board members shall be required to disclose any personal financial interest in any matter coming to the Board. In any matter where there is or may be a conflict of interest involving a member of the Board, that member shall not participate in the discussion of or vote on that matter. Any vote taken with respect thereto shall require approval by two thirds of the remaining Board members attending the meeting.

Section 4.10 A Board member may resign by submitting a written resignation to either the President or Secretary, with such resignation effective upon receipt.

Section 4.11 Any Board member who misses three Board meetings in a row may be removed by a vote of a majority of the remaining Board members.

Section 4.12 The Board may, by a two-thirds vote of all Board members, suspend or remove any Board member for failing to properly execute their responsibilities under these by-laws or acting in a manner inconsistent with or detrimental to the best interests of MGS.

Section 4.13 In the event a vacancy arises on the Board, the membership shall be notified of such vacancy and the members in attendance at the next General Meeting of the membership shall elect a replacement.

ARTICLE 5: PRESIDENT

Section 5.1 The President shall serve as chief executive and administrative officer of MGS and preside at all Board and membership meetings.

Section 5.2 The President shall be in charge of the day-to-day business affairs of MGS under the direction and oversight of the Board and shall be responsible for ensuring that the policies and decisions of the Board are properly executed.

Section 5.2 The President and Secretary shall together sign any instruments, agreements, or documents authorized by the Board to be executed on behalf of MGS, unless otherwise specifically required by law and expressly authorized by the Board.

Section 5.3 The President, subject to Board approval, shall designate and appoint such committees as deemed necessary to assist in conducting the operations of MGS, as well coordinators for other softball-related functions.

Section 5.4 The President shall present an annual report on the condition and operations of MGS at the Annual General Meeting described in Section 9.2.

Section 5.5 The President shall, subject to Board approval, appoint one or more individuals each year to examine the financial records of MGS maintained by the Treasurer for the purpose of reporting on the adequacy of those records and the accuracy of the Treasurer’s financial report.

Section 5.6 The President shall be MGS’s principal representative and contact with regional, state, and national softball organizations.

ARTICLE 6: VICE PRESIDENT

Section 6.1 The Vice President shall perform all the duties and exercise all the powers of, as well as be subject to all the restrictions placed upon, the President when the President is unable to perform such duties.

Section 6.2 The Vice President shall preside at all Board and membership meetings in the President’s absence.

Section 6.3 The Vice President shall assist the President in any manner so designated by the President and perform such other duties as may be assigned by the President or the Board.

Section 6.4 Prior to the end of each fiscal year, the Vice Presidents and the Treasurer shall prepare and submit for Board approval a budget for MGS for the following year incorporating and listing all anticipated revenues and expenditures.

ARTICLE 7: SECRETARY

Section 7.1 The Secretary shall record, maintain, and make available to members the minutes of all MGS Board and membership meetings. Minutes will be posted to a secure area of the website.

Section 7.2 The Secretary shall have responsibility for maintaining the official records (other than financial records), documents, agreements, and papers relating to MGS in such place and form as designated by the Board.

Section 7.3 The Secretary shall maintain the membership records of MGS and be responsible for providing all notices of Board and membership meetings and other such notices as required under the provisions of these by-laws.

Section 7.4 The Secretary shall have responsibility for preparing and filing on behalf of MGS any forms or documents, other than financial reports or tax forms, required by governmental or regulatory bodies or organizations with which MGS may be associated.

Article 8: TREASURER

Section 8.1 The Treasurer shall have custody of and responsibility for the safekeeping of all MGS funds, securities, and financial records.

Section 8.2 The Treasurer shall receive all monies due and payable to MGS and shall promptly deposit all such monies in the name of MGS in such banks or other depositories authorized by the Board.

Section 8.3 The Treasurer shall be responsible for the timely payment of all payables and liabilities of MGS and maintain complete and accurate records of all MGS financial transactions.

Section 8.4 Any transaction in excess of $1,000 shall require authorization and approval by the President prior to disbursement of any MGS funds.

Section 8.5 Prior to the end of each fiscal year, the Treasurer and the Vice President shall prepare and submit for Board approval a budget for MGS for the following year incorporating and listing all anticipated revenues and expenditures.

Section 8.6 The Treasurer shall submit a written financial statement at each Board meeting showing, as of the end of the most recent month, MGS actual monthly and year-to-date revenues and expenditures. The financial statement shall also include a comparison of actual year-to-date results versus the prior year and budget, the most recent month-end bank balances and any incurred but unpaid liabilities of which the Treasurer is aware.

Section 8.7 The Treasurer shall present an annual financial report to the membership at the Annual General meeting.

Section 8.8 The Treasurer shall be responsible for the accurate preparation and timely filing of any MGS financial reports and tax returns that may be required to be filed with any governmental or regulatory authorities, except for those that the Board has specifically authorized outside third parties to prepare and file. Where such reports or tax returns are filed by outside third parties, the Treasurer shall provide all necessary support and information to assist in the preparation of those reports.

ARTICLE 9: BOARD MEETINGS

Section 9.1 Special meetings may be called by the President and/or Executive Board (E-Board) of the league at times and places to be determined. The President may delegate the authority to call special meetings to a member of the Executive Board of the League. The President will make such delegation of authority known to all members of the E-Board.

Section 9.2 A Board Meeting shall be held in May/June of each year, which meeting shall be designated as the Annual General Meeting.

Section 9.3 A Board Meeting may be scheduled or rescheduled at any time by the President providing that reasonable notice is given to the members of MGS.

Section 9.4 Upon receipt of a request supported by 3 MGS members, the President shall proceed to expeditiously schedule a General Meeting within a reasonable time period.

Section 9.5 Notice of all General Meetings scheduled shall be posted on the website at least three days prior to the meeting. The Secretary shall also provide notice by e-mail to any members who have provided the Secretary with their e-mail address and requested such notice.

Section 9.6 A quorum for the purposes of any Board Meeting shall consist of a majority of MGS board members being present.

Section 9.7 The order of business at all Board Meetings shall be determined meeting to meeting by the President and other At-Large Board Members.

Section 9.8 Any MGS member in good standing shall be entitled to one non-binding vote on any matter brought to a vote at a Board Meeting.

Article 10: INDEMNIFICATION

Section 10.1 Any officer or director of MGS, whether or not then in office, shall be indemnified by MGS against all liabilities and expenses, including legal fees, reasonably incurred by or imposed upon him arising out of or in connection with any litigation or proceedings in which they may become involved due to their involvement with MGS.

Section 10.2 The indemnification afforded under Section 10.1 shall not apply where the officer or director of MGS is adjudged guilty of willful misconduct.

ARTICLE 11: AMENDMENTS

Section 11.1 Proposed amendments to these Articles of Association and Bylaws must be submitted in writing by a member of MGS in good standing at any General Meeting.

Section 11.2 Any amendment submitted pursuant to Section 11.1 will be voted upon at the next following General Meeting; notice of the proposed amendment shall be included in the notice of such meeting.

Section 11.3 Any amendment submitted pursuant to Section 11.1 must be approved by a two-thirds vote of members present at the meeting.

ARTICLE 12: DISSOLUTION

Section 12.1 In the event of dissolution of MGS, the assets of the association shall be first used to pay or all debts, liabilities, expenses, and obligations of the association.

Section 12.2 Any remaining assets of MGS shall then be distributed by the Board of Directors.